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REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY

March 18, 1999

VIA OVERNIGHT MAIL

Mr. David Waddell, Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Joint Application of Cherry Communications Incorporated ("Cherry"), WAXS INC., Maxxis Group, Inc. ("Maxxis") and Maxxis Communications, Inc. ("Maxxis Communications") for Approval of Acquisition of Assets and for Assignment of Authorization ("Joint Application"), Tennessee Regulatory Authority ("TRA")
Docket No. 99-00054

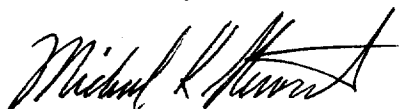
Dear Mr. Waddell:

We represent Maxxis and Maxxis Communications in connection with the above-described Joint Application. The transaction described in the Joint Application (including the transfer Cherry's operating authority to Maxxis Communications) was approved by the TRA at its conference of February 16, 1999; however, to date, the TRA has not issued a written order memorializing this approval.

This letter serves to confirm our understanding, pursuant to conversations with yourself and with Ed Phillips of the TRA Staff, that, as a result of the approval granted on February 16, 1999, Maxxis Communications is now authorized to provide intrastate telecommunications services within the State of Tennessee, notwithstanding the lack of a formal order in this matter.

Enclosed are two (2) copies of this letter. Please file this letter in your usual fashion and return one (1) file-stamped copy to us in the enclosed self-addressed, stamped envelope.

Sincerely,



Michael K. Stewart

Enc.

cc: Maxxis Group, Inc.
Charles A. Hudak, Esq.

TENNESSEE REGULATORY AUTHORITY

Melvin Malone, Chairman
Lynn Greer, Director
Sara Kyle, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

February 9, 1999

Charles A. Hudak
Gerry, Friend & Saproinov, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346-2131

Re: Joint application of Cherry Communications Incorporated, WAXS Inc., Maxxis Group, Inc. and Maxxis Communications, Inc. for approval of acquisition of assets and for assignment of authorization

Docket No. 99-00054

Dear Mr. Hudak:

This letter is to advise you that the application in the above-styled docket is presently scheduled for consideration by the Directors of the Tennessee Regulatory Authority at the February 16, 1999 conference. The conference will begin at 9:00 a.m. and will take place in the hearing room on the ground floor of the Authority's building, located at 460 James Robertson Parkway, Nashville, Tennessee. It is required that at least one representative of the applicants attend the conference to be available to respond to questions from the Directors concerning the application.

If you are aware of any circumstances that would prevent a representative from attending this conference, please notify the undersigned immediately. Any request by the applicants for a continuance of this matter should be filed in writing with the Tennessee Regulatory Authority within five (5) days of the conference. Please address any other questions to David Sapper at (615) 741-2904 ext. 155.

Sincerely,

K. David Waddell
Executive Secretary

c: ✓ Docket No. 99-00054
Robert C. Hussle, WAXS Inc.
Richard Heidecke, Cherry Communications Incorporated
Chris Klein
Edward Phillips
David Sapper